

BYLAWS
of
VISALIA CONVENTION AND VISITORS BUREAU

A California Nonprofit Mutual Benefit Corporation

ARTICLE I

LOCATION OF OFFICES

The name of this corporation is VISALIA CONVENTION AND VISITORS BUREAU. It is a California nonprofit mutual benefit corporation with principal offices located as directed by the Board of Directors in, Visalia, California.

ARTICLE 2. PURPOSE

This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The specific purposes of this corporation are to promote convention and tourism in the City of Visalia, and to engage in any other lawful activities permitted under the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE 3. MEMBERSHIP

Section 3.1. Members. The corporation shall have no members. Any action which would otherwise require approval by a majority of all members shall only require approval of the Board. All rights which would otherwise vest in the members shall vest in the Board.

Section 3.2. Associates. Nothing contained in Section 3.1 of this Article shall be construed to limit the right of the corporation to refer to persons associated with the corporation as "members" even though the persons are not corporate members, and no reference in or outside of these Bylaws shall constitute anyone being a member, within the meaning of Corporations Code section 5056. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law [Corp C § 5000 et seq.], on any person or persons who do not have the right to vote for the election of Directors, on a disposition of substantially all of the assets of the corporation, on a merger, dissolution, or changes to the corporation's Articles or Bylaws, but the person shall not be a member within the meaning of Corporations Code section 5056.

ARTICLE 4. DIRECTORS

Section 4. I. Powers. Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents, and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion, require from these officers, agents, and employees security for faithful service.

(b) To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the corporation's Articles of Incorporation, and generally to conduct, manage, and control the activities and affairs of the corporation, and to make rules and regulations not inconsistent

with law, the Articles of Incorporation, or with these Bylaws, as they may deem best.

(c) To adopt, make and use a corporate seal and to alter the form of the seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

(e) To carry on a business for profit and apply any resulting profit to any activity in which it may legally engage.

Section 4.2. Number of Directors. The authorized number of Directors of the corporation **shall be 7** until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number of Directors may be changed by the vote or written assent of a majority of a quorum at a meeting of Directors duly called pursuant to the Articles of Incorporation or Bylaws.

Section 4.3. Selection and Tenure of Office. Directors shall be elected at each annual meeting based on expiring terms of service. Each Director shall serve for a period of three years and until a successor has been elected and qualified. If an annual meeting is not held or the Directors are not elected at an annual meeting, the Directors may be elected at any special meeting of Directors held for that purpose.

Section 4.4 Qualifications.

Board of Directors will represent:

- A. 1 City of Visalia representative being either a City Council Member or their designee.
- B. 1 Visalia Tourism Marketing District (TMD) Board of Director
- C. 1 Hotel representative, not serving as a TMD Board Member
- D. 4 at-large representatives.
- E. Ex-Officio/Non-voting member includes a representative from Sequoia National Park

There shall be no qualifications for the 4 at-large positions on the Board of Directors, except that no more than thirty percent of the Board membership shall represent any single industry segment.

The qualification requirements established by this paragraph shall attach to the position, such that when a position on the Board of Directors is vacated, the qualification requirement of the vacant position shall apply to the successor. The fact that a proposed Director meets a qualification established by this paragraph does not remove the right or authority of the remaining Directors to approve the proposed Director in the manner provided in Section 4. 6

Section 4.5. Resignations. Any Director may resign effective on giving written notice to the Chair of the Board, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Section 4.6 Vacancies. Vacancies in the Board, whether created by a Director's term ending or by a Director resigning or being removed, shall be filled in the following manner: Nominations of individuals meeting the qualifications for the particular position on the board being filled, including, if desired, the immediate past holder of the position, shall be invited at a regularly scheduled meeting of the Board, and upon closing of the nominations, the nominee for each position who receives a majority approval of the remaining Directors, although less than a quorum, or of a sole remaining Director, shall be named Director. If more than one nomination for any position receives a majority vote, than the nominee receiving the most votes shall be named the replacement Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, in the case of a corporation holding assets in charitable trust, has been found by a final order or judgment of any court to have breached any duty arising under

the law governing assets in charitable trust [Corp C § 7238].

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.7. Removal of Directors. A Director may be removed from office if any of the following has been found to have occurred:

(a) The Director misses 3 (three) or more consecutive regular board meetings or 4 (four) meetings in a calendar year without cause.

(b) The Director becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of the Board.

(c) A conflict of interest is found to exist between the Director and the corporation.

(d) The Director is found to have engaged in activities that are directly contrary to the interests of the corporation.

(e) The Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis.

(f) A majority of Directors who meet the qualifications set forth in Section 4.4 determine that the Director has not continued to meet those qualifications.

Before the removal occurs, the Director will be advised of the allegation and the basis for the allegations, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board. Removal must be by a majority vote of all the Directors.

Section 4.8. Place of Meetings. Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of Directors of the corporation may be held at any place within or without California that has been previously designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board.

Section 4.9. Regular Meetings. Regular meetings of the Board shall be held per the discretion of the Board of Directors

Section 4.10. Special Meetings. Special meetings of the Board of Directors may be called at any time by order of the President, of any Vice President, of the Secretary, or of two or more of the Directors.

Section 4.11. Notice of Special Meetings. Special meetings of the Board shall be held on four days' notice by first class mail or a forty-eight hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the corporation, or as may have been given to the corporation by the Director for purposes of notice or, if the address is not shown on the records, or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

Section 4.12. Quorum. Except as otherwise provided herein, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents a majority, whereupon a majority of the Directors in office shall constitute a quorum, provided a majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Mutual Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

Section 4.13. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to the Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.14. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjourn to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.15. Action without Board Meeting. Except for changes to the bylaws, which will require a regular or a special meeting as defined by sections 4.9 and 4.10, any single action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board shall individually and collectively consent in writing to the action. A unanimous vote of all the Directors voting is required. If the motion does not have a unanimous approval, then the that item may be placed as a regular item on the agenda of the following full Board of Director's meeting. The act or decision done or made shall be the act or action of the Board of Directors and shall be filed with the minutes of proceeding meeting of the Board of Directors

Section 4.16. Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

Section 4.17. Official Board Committees. Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more members of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

- (a) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole);
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) The approval of any self-dealing transaction, as these self-dealing transactions are defined in Corporations

Code section 7233(a).

Any committee may be designated an Executive Committee or by another name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or the committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 4.19. Fees and Compensation. Directors (as such) shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the Directors; reimbursement for expenses as may be fixed or determined by the Board.

ARTICLE 5. OFFICERS

Section 5.1. Officers. The officers of the corporation shall be a Chair of the Board, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Chairs, one or more Assistant Secretaries, and other officers as may be appointed in accordance with the provisions of Section 5.3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as Chair of the Board.

Section 5.2. Election. The officers of the corporation, except those officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

Section 5.3. Subordinate Officers. The Board of Directors may appoint, and may empower the Chair to appoint, other officers as the business of the corporation may require, each of whom shall hold office for the period, have authority, and perform duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 5.4. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

Section 5.6. Inability to Act. In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time-to-time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board may select.

Section 5.7. Chair of the Board. The Chair of the Board, if there shall be one, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws.

Section 5.8. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the members, the Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California and the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board.

The Secretary shall also keep, or cause to be kept, a book of minutes at the principal office or other place as the Board may order, of all meetings with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Directors required by these Bylaws.

Section 5.12 The Executive Board shall consist of 8 members comprised of 4 Visit Visalia members and 4 VTMD members. The Executive Board shall meet monthly or as needed. Their powers are limited to making recommendations to the Board of Directors or, with prior consent of the board, making decisions on behalf of the Board of Directors with the exception of matters involving the Executive Director. The Executive Board has full responsibility for all matters involving the Executive Director. These responsibilities include, but are not limited to candidate interviews, job proposals, promotions, reviews and dismissal. All decisions regarding the Executive Director must be reported at the next regularly scheduled Board meeting.

Section 5.13 The Executive Director reports to the Executive Board. The employees of Visit Visalia report to the Executive Director.

Section 5.14. Treasurer and Chief Financial Officer. The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall cause to have all monies and other valuables in the name and to the credit of the corporation with depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the Chair and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have other powers and perform other duties as may be prescribed by the Board of Directors.

ARTICLE 6. OTHER PROVISIONS

Section 6.1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by any one of the Chair of the Board, Vice Chair, the Treasurer or of this corporation shall be approved by the Board and noted in meeting minutes, valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 6.2. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

Section 6.3. Amendments. These Bylaws may be amended or repealed in whole or in part, and new Bylaws adopted by the Board of Directors.

Section 6.4. Record of Amendments. Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal *with* the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

ARTICLE 7. INDEMNIFICATION OF AGENTS OF THE CORPORATION

Section 7.1. Definitions. For purposes of this section, "agent" means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 7.4 or 7.5(b) of this Article.

Section 7.2. Indemnification in Actions by Third Parties. This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corporations Code section 5233, made applicable pursuant to Corporations Code section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the conduct was unlawful.

Section 7.3. Indemnification in Actions by or in the Right of the Corporation. This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corporations Code section 5233, made applicable pursuant to Corporations Code section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust to procure a judgment in its favor by reason of the fact that the person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 7.4. Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 7.2 or 7.3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 7.5. Required Indemnification. Except as provided in Section 7.4 of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of

conduct set forth in Section 7.2 or 7.3, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) The court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 7.6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7.7. Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

Section 7.8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5(b) in any circumstances where it appears that:

(a) It would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7.9. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of Corporations Code section 5233, made applicable by Corporations Code section 7238.

Section 7.10. No applicability to Fiduciaries of Employee Benefit Plans. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though the person may also be an agent of the corporation as defined in Section I of this Article. The corporation shall have power to indemnify the trustee, investment manager, or other fiduciary to the extent permitted by Corporations Code section 207(t).

ARTICLE 8. RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

Section 8.1. The corporation shall receive all monies, other properties, or both, transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by these Articles.

Section 8.2. The corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

Section 8.3. No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Treasurer or by the Directors. However, the Directors shall have the authority

to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

Section 8.4. All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

ARTICLE 9. CORPORATE RECORDS AND REPORTS

Section 9.1. Records. The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All the books, records, and accounts shall be kept at its principal place of business in California, as fixed by the Board of Directors from time to time.

Section 9.2. Inspection of Books and Records. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any.

Section 9.3. Certification and Inspection of Bylaws. The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Directors of the corporation at all reasonable times during office hours.

ARTICLE 10. DISSOLUTION

On dissolution of this corporation, the Board of Directors shall cause the corporation's assets to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article 2 of these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of VISALIA CONVENTION AND VISITORS BUREAU, hereby certify that the above Bylaws, consisting of 9 pages, were adopted as the Bylaws of this corporation pursuant to the unanimous vote of the Directors in a regularly called meeting, effective September 13, 2023.

These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have set my hand this _____ .

Amy King, Secretary

Revised, Reflected and Ratified: 10/11/2023.